

No. C 130054

Due no later than August 31, 2004
Annual Report Form2. Registered Agent and Office **NO PO BOX**

Return to:

SECRETARY OF STATE
700 WEST JEFFERSON
PO BOX 83720
BOISE, ID 83720-0080

1. Mailing Address - Correct in this box, if applicable

HEALTH VALUE MANAGEMENT, INC.
PO BOX 740026
LOUISVILLE, KY 04201 7426CORPORATION SERVICE COMPANY
1401 SHORELINE DR STE 2
BOISE, ID 83702**NO FILING FEE IF
RECEIVED BY DUE DATE**3. New Registered Agent Signature

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

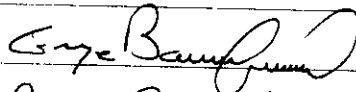
Office heldNameStreet or P.O. AddressCityStateZip*See attached Schedule*

5. Organized Under the Laws of:

DELAWARE
C 130054

6.

Signature



Date

7/20/04

Name (Typed or
Printed)

George Bauernfeind

Title

VP - Tax

Issued 06/01/2004

Do Not Tape or Staple

2004081563

May 4, 2004

**OFFICERS AND DIRECTORS
OF
HEALTH VALUE MANAGEMENT, INC.**

*Michael B. McCallister	Chairman	
Bruce D. Perkins	President	500 West Main Street Louisville, KY 40202
*James H. Bloem	Senior Vice President/Chief Financial Officer & Treasurer	"
Thomas J. Liston	Senior Vice President	"
Jonathan T. Lord, M.D.	Senior Vice President	"
George G. Bauernfeind	Vice President	"
John Bertko	Vice President (Chief Actuary)	"
Kathleen Pellegrino	Vice President and Assistant Secretary	"
Joan O. Lenahan	Secretary	"
*James E. Murray		"

* Directors